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Securities and Exchange Commission  
Room 3628  
100F Street North East  
Washington DC  
20549  
USA

OFFICE OF INTERNATIONAL  
CORPORATE FINANCE



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3 October 2006

Dear Sirs,

**12g3 - 2 (b) Exemption**

In accordance with the Company's exemption from disclosure requirements under Rule 12g3 - 2 (b) of the 1934 Securities Exchange Act please find enclosed a notification released to the London Stock Exchange concerning acquisition of shares in Invensys plc.

Yours faithfully,

**Rachel Spencer**  
**Deputy Secretary**

Copy to: Mr. T. Peterson  
Mr. S. Wright

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FINANCIAL

RNS Number:7513J  
Invensys PLC  
29 September 2006

**Invensys plc****Acquisition of shares in Invensys plc**

Invensys plc (the Company) announces the following acquisitions of ordinary shares in the share capital of the Company (Shares) at a price per Share of 208.50p made today, 29 September 2006:

Name of non-executive director	Number of Shares purchased	Percentage of issued Share Capital	Total holding of Shares following acquisition	Total percentage of issued Share Capital following acquisition
M J B Green*	729	0.00009	8,501	0.00107
J-C Guez	737	0.00009	24,946	0.00313
M D Parker	654	0.00008	932	0.00012

\* Shares to be registered in the name of Waterhouse Nominees Limited for the joint benefit of Mr Green and his spouse.

These acquisitions are made in accordance with the Company's non-executive director fee structure under which £2,000 (after-tax) of the non-executive director's basic fee are applied in acquiring Shares on a quarterly basis (i.e. an annual total of £8,000) as reported in the Company's 2006 Remuneration Report.

This notification relates to a disclosure made in accordance with Disclosure Rule 3.1.4R(1)(a) and Disclosure Rule 3.1.4R(1)(b) (a disclosure made in accordance with section 324 of the Companies Act 1985 as extended by section 328 of that Act).

Name of contact and telephone number for queries: Steve Devany, Vice President - Communications 020 78213758

Name of Company Official responsible for making notification: Emma Sullivan,  
Assistant Secretary

Date of notification: 29 September 2006